

**HELM-PACIFIC LEASING**  
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

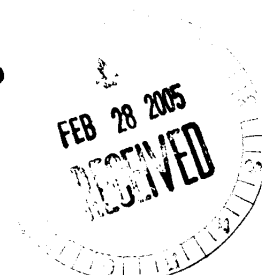
February 25, 2005

RECORDATION NO. 22129-5 FILED

MAR 01 '05

3-08 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed are two (2) Certification of True Copy evidencing Amendment No. 6 dated as of December 22, 2004 to the Railroad Equipment Lease dated as of March 10, 1999 between the following parties:

Lessor: Helm-Pacific Leasing  
c/o Helm Pacific Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: United States Gypsum Company.  
125 S. Franklin Street  
Chicago, IL 60606

Equipment: Eighty (80) Coal Gondola Railcars  
HPJX 145000-145079

Please record this Certification of True Copy of Amendment No. 6 as a supplementary document to Recordation No. 22129-F filed on January 13, 2004 at 2:53 PM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Certification of True Copy of Amendment No. 6 dated as of December 22, 2004 to the the Railroad Equipment Lease dated as of March 10, 1999 between Helm-Pacific Leasing (as assignee of The David J. Joseph Company) as Lessor and United States Gypsum Company as Lessee for 80 coal gondola railcars HPJX 145000-145079 (inclusive) to be filed as a supplementary document to Recordation No. 22129 filed on January 13, 2004..

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)


RECORDATION NO. 22129-6 FILED

CERTIFICATION OF TRUE COPY

MAR 01 '05 3-08 PM

SURFACE TRANSPORTATION BOARD

On February 16, 2005, I Sharon L. Van Fossan have examined the original copy of Amendment No. 6 dated as of December 22, 2004 to the Railroad Equipment Lease dated as of March 10, 1999, as amended, between Helm-Pacific Leasing, as assignee of The David J. Joseph Company and United States Gypsum Company, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgments thereof.

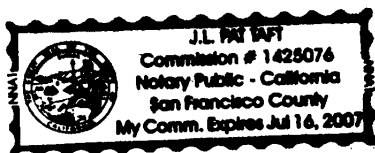
  
Sharon L. Van Fossan  
Supervisor Contract Administration

STATE OF CALIFORNIA           )  
                                          ) S.S.  
COUNTY OF SAN FRANCISCO   )

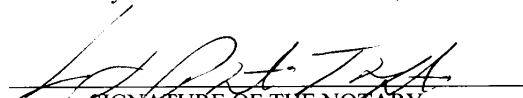
On February 16, 2005, before me, J. L. Pat Taft, personally appeared Sharon L. Van Fossan, Supervisor Contract Administration for **HELM-PACIFIC LEASING**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

  
SIGNATURE OF THE NOTARY

[Notarial Seal]

RECORDATION NO.

22129-5  
FILED

MAR 01 '05

3-08 PM

AMENDMENT NO. 6

THIS AMENDMENT NO. 6 ("Amendment No. 6") to the Railroad Equipment Lease dated as of March 10, 1999, as amended ("Lease"), between HELM-PACIFIC LEASING, as assignee of The David J. Joseph Company ("Lessor"), and UNITED STATES GYPSUM COMPANY ("Lessee") is dated as of December 22, 2004.

## RECITALS:

- A. Lessor and Lessee are parties to the Lease pursuant to which the eighty (80) coal gondola railcars as described in Exhibit A attached thereto were leased by Lessor to Lessee.
- B. The Units bearing the reporting mark and numbers DJJX 7203, 7208, 7219, 7224 and 7226 ("Terminated Units") were terminated from the Lease on March 24, 2004.
- C. The remaining seventy-five (75) Units were remarketed to the reporting mark and numbers as provided in Exhibit A.1 attached hereto.
- D. Lessor replaced the Terminated Units with the five (5) Replacement Units as described in Exhibit A.1 hereto.
- E. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

1. **Definitions.** All terms defined in the Lease shall have the meanings defined therein when used in this Amendment, except that the term Unit(s) shall mean the eighty (80) coal gondola railcars as described in Exhibit A.1 attached hereto.

2. **Units Leased.** Exhibit A is hereby replaced by Exhibit A.1 attached hereto and all references in the Lease shall be deemed to refer to Exhibit A.1.

3. **Full Force and Effect.** Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

4. **Counterparts.** This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together are deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has caused this Amendment to be executed by its authorized representative, as of the date first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING

UNITED STATES GYPSUM COMPANY

By: Helm Pacific Corporation,  
a General Partner

By: Barbara W. Wilson  
Name: ~~John F. Dains~~ Barbara W. Wilson  
Title: ~~President~~ Sr. Vice President & CFO

By: G. T. Macko  
Name: G. T. MACKO  
Title: TRANSPORTATION MANAGER

By: Union Pacific Venture Leasing,  
Incorporated, a General Partner

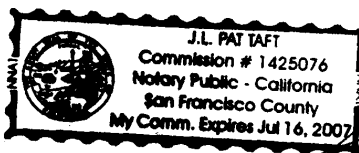
By: Edward J. Weber  
Name: Edward J. Weber  
Title: President

STATE OF CALIFORNIA            )  
                                          ) S.S.  
COUNTY OF SAN FRANCISCO    )

On February 10<sup>th</sup>, 2005 before me, J.L. Pat Taft, personally appeared Barbara W. Wilson  
HELM PACIFIC CORPORATION, Sr. Vice President & CFO  
John F. Dams, President of

X personally known to me -OR-  
\_\_\_\_\_ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

J.L. Pat Taft  
SIGNATURE OF THE NOTARY

[Notarial Seal]

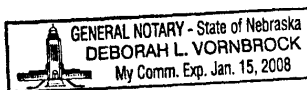
STATE OF NEBRASKA            )  
                                          ) S.S.  
COUNTY OF DOUGLAS         )

On February 15, 2005, before me, Deborah Vornbrock, personally appeared Edward J. Weber, President  
of UNION PACIFIC VENTURE LEASING, INCORPORATED,

\_\_\_\_\_ personally known to me -OR-  
✓ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Deborah L. Vornbrock  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF ILLINOIS  
COUNTY OF DUPAGE

)  
) S.S.  
)

On February 2, 2005, before me, George Macko, personally appeared Transportation  
manager of UNITED STATES GYPSUM COMPANY,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Caroline M. Schumacher  
SIGNATURE OF THE NOTARY

[Notarial Seal]



# EXHIBIT A.1

To the Railroad Equipment Lease dated as of March 10, 1999 as amended by Amendment No. 6 thereto dated as of December 22, 2004, between Helm-Pacific Leasing and United States Gypsum Company

Equipment Description: Eighty (80), 100-ton, 4,000 cubic foot capacity, coal gondola railcars.

	New Mark	New Number	Prior Mark	Prior Number
1	HPJX	145000	DJJX	309
2	HPJX	145001	DJJX	339
3	HPJX	145002	DJJX	349
4	HPJX	145003	DJJX	404
5	HPJX	145004	DJJX	422
6	HPJX	145005	DJJX	502
7	HPJX	145006	DJJX	533
8	HPJX	145007	DJJX	570
9	HPJX	145008	DJJX	7000
10	HPJX	145009	DJJX	7057
11	HPJX	145010	DJJX	7063
12	HPJX	145011	DJJX	7067
13	HPJX	145012	DJJX	7095
14	HPJX	145013	DJJX	7097
15	HPJX	145014	DJJX	7200
16	HPJX	145015*	SEPX	100129
17	HPJX	145016*	SEPX	103632
18	HPJX	145017*	SEPX	103969
19	HPJX	145018*	SEPX	105171
20	HPJX	145019*	SEPX	107310
21	HPJX	145020	DJTX	7543
22	HPJX	145021	DJTX	7544
23	HPJX	145022	DJTX	7545
24	HPJX	145023	DJTX	7546
25	HPJX	145024	DJTX	7547
26	HPJX	145025	DJTX	7548
27	HPJX	145026	DJTX	60200
28	HPJX	145027	DJTX	60201
29	HPJX	145028	DJTX	60202
30	HPJX	145029	DJTX	60203
31	HPJX	145030	DJTX	60204
32	HPJX	145031	DJTX	60205
33	HPJX	145032	DJTX	60206
34	HPJX	145033	DJTX	60207
35	HPJX	145034	DJTX	60208
36	HPJX	145035	DJTX	60209
37	HPJX	145036	DJTX	60210
38	HPJX	145037	DJTX	60211
39	HPJX	145038	DJTX	60212
40	HPJX	145039	DJTX	60213

	New Mark	New Number	Prior Mark	Prior Number
41	HPJX	145040	DJTX	60214
42	HPJX	145041	DJTX	60215
43	HPJX	145042	DJTX	60216
44	HPJX	145043	DJTX	60217
45	HPJX	145044	DJTX	60218
46	HPJX	145045	DJTX	60219
47	HPJX	145046	DJTX	60220
48	HPJX	145047	DJTX	60221
49	HPJX	145048	DJTX	60222
50	HPJX	145049	DJTX	60223
51	HPJX	145050	DJTX	70700
52	HPJX	145051	DJTX	70701
53	HPJX	145052	DJTX	70702
54	HPJX	145053	DJTX	70709
55	HPJX	145054	DJTX	70710
56	HPJX	145055	DJTX	70711
57	HPJX	145056	DJTX	70712
58	HPJX	145057	DJTX	70713
59	HPJX	145058	DJTX	70714
60	HPJX	145059	DJTX	70715
61	HPJX	145060	DJTX	70716
62	HPJX	145061	DJTX	70718
63	HPJX	145062	DJTX	70719
64	HPJX	145063	DJTX	70720
65	HPJX	145064	DJTX	70721
66	HPJX	145065	DJTX	70722
67	HPJX	145066	DJTX	70723
68	HPJX	145067	DJTX	70724
69	HPJX	145068	DJTX	70725
70	HPJX	145069	DJTX	70726
71	HPJX	145070	DJTX	70727
72	HPJX	145071	DJTX	70728
73	HPJX	145072	DJTX	70729
74	HPJX	145073	DJTX	70730
75	HPJX	145074	DJTX	70732
76	HPJX	145075	DJTX	70733
77	HPJX	145076	DJTX	70734
78	HPJX	145077	DJTX	70735
79	HPJX	145078	DJTX	70736
80	HPJX	145079	DJTX	70737

\* Replacment Units